

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

July 12, 2005

IN RE:

**PETITION OF AMERIVISION COMMUNICATIONS,
INC. AND NONPROFIT AND AFFINITY MARKETING,
INC. FOR APPROVAL TO TRANSFER CONTROL**

**DOCKET NO.
05-00009**

ORDER APPROVING TRANSFER OF AUTHORITY

This matter came before Chairman Pat Miller, Director Sara Kyle and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority" or "TRA"), the voting panel assigned to this Docket, at a regularly scheduled Authority Conference held on April 4, 2005 for consideration of the *Notice of Change in Ownership by AmeriVision Communications, Inc* (the "Petition") filed by Nonprofit and Affinity Marketing, Inc. ("NAM") and AmeriVision Communications, Inc. ("AmeriVision") (together "Petitioners"). The Petitioners sought TRA approval of the transfer of AmeriVision's ultimate ownership and control to NAM.

Background

AmeriVision Communications, Inc. ("AmeriVision") is organized under the laws of Oklahoma with its principal offices located in Oklahoma City, Oklahoma. By an Order dated August 23, 1995 in TRA Docket No. 95-02769, the TRA granted AmeriVision a Certificate of Public Convenience and Necessity ("CCN") to provide operator services and interexchange telecommunications services in the State of Tennessee.

NAM is organized under the laws of Delaware with its principal offices located in Washington, D.C. NAM does not possess a CCN to provide telecommunications services in Tennessee.

The Petition

In the Petition NAM outlines the transaction pursuant to which AmeriVision, which was a stand-alone corporation, will become a wholly-owned subsidiary of NAM through a Chapter 11 Bankruptcy Reorganization Plan approved by United States Bankruptcy Court for the Western District of Oklahoma. AmeriVision will continue to be the actual provider of telecommunications services in Tennessee and direct holder of the Company's CCN. AmeriVision will continue to provide the same services at the same rates and with the same terms of service after the transaction is completed. The Petition states that the proposed transaction will be transparent to AmeriVision's Tennessee customers. In support of the Petition, the Company provided copies of the most current audited financial statements for AmeriVision and NAM. AmeriVision also provided the Authority with a detailed description of NAM's technical, managerial and financial qualifications.

Statutory Framework

AmeriVision submitted its Petition pursuant to TRA Rule 1220-4-2-.57(5)(d). That Rule details which information a reseller of telecommunication service must provide the Authority in an application for a CCN and is not applicable here. The transfer at issue in this Docket is governed by Tenn. Code Ann. § 65-4-113 (2004). That provision requires a public utility to obtain TRA approval to transfer its CCN. Tenn Code Ann. § 65-4-113(a) (2004) reads as follows:

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

Tenn. Code Ann. § 65-4-113(b) (2004) provides the standards by which the TRA shall consider an application for transfer of authority, in pertinent part, as follows:

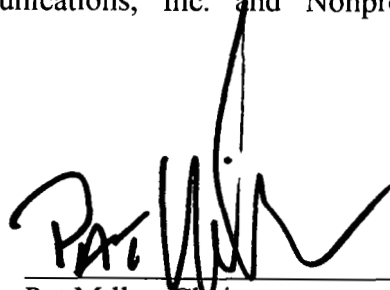
Upon petition for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. . . .

April 4, 2005 Authority Conference

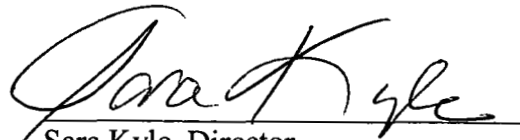
At the April 4, 2005 Authority Conference, the Directors noted the applicability of Tenn. Code Ann. § 65-4-113 (2004) and voted unanimously to approve the Petition pursuant to a finding of compliance with the requirements of Tenn. Code Ann. § 65-4-113 (2004).

IT IS THEREFORE ORDERED THAT:

The Petition of AmeriVision Communications, Inc. and Nonprofit and Affinity Marketing, Inc. is approved.

A handwritten signature in black ink, appearing to read "Pat Miller", written over a horizontal line.

Pat Miller, Chairman

A handwritten signature in black ink, appearing to read "Sara Kyle", written over a horizontal line.

Sara Kyle, Director

A handwritten signature in black ink, appearing to read "Ron Jones", written over a horizontal line.

Ron Jones, Director